

P01000057238

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900004339389--2
-06/04/01--01050--001
*****87.50 *****87.50

SUBJECT: HCL INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and (1) copy of the articles of incorporation and a check for:
\$ 87.50

\$87.50 Filing Fee
Certified Copy
& Certificate of status

FROM: Richard Lindley

1094 Manor Drive

Palm Springs FL 33461

(561)-

FILED
01 JUN -4/ PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-4-01
WC

ARTICLES OF INCORPORATION

OF

HCL INC.

FILED
01 JUN -4 PM 5:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, have executed the following document as incorporator of the above named corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **HCL INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing of the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL PRINCIPAL OFFICE AN AGENT

The street address of the initial principal office of this corporation is 1094 Manor Drive, Palm Springs FL 33461, and the name of the initial registered agent of this corporation at that address is Richard Hoyt Lindley.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses for the initial Board of Directors of this corporation are:

Title: CEO 80% OWNERSHIP
Name: RICHARD HOYT LINDLEY
Address: 1094 MANOR DRIVE
PALM SPRINGS FL 33461

Title: PRESIDENT 20% OWNERSHIP
Name: SARAH CHRISTINE DAVIS
Address: 1094 MANOR DRIVE
PALM SPRINGS FL 33461

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

Name: RICHARD HOYT LINDLEY
Address: 1094 MANOR DRIVE
PALM SPRINGS FL 33461

Name: SARAH CHRISTINE DAVIS
Address: 1094 MANOR DRIVE
PALM SPRINGS FL 33461

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 24, day of MAY 2001.



RICHARD HOYT LINDLEY, Subscriber



SARAH CHRISTINE DAVIS, Subscriber

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD HOYT LINDLEY and SARAH CHRISTINE DAVIS, who proved to me by identification that he is the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State of Florida and County of Palm Beach FL aforesaid, this ____, day of MAY 2001.

My commission expires November 29, 2001.

(Seal)



Jill Barbara Levy
My Commission CC697057
Expires November 29, 2001



Notary Public
State of Florida at Large

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

FIRST THAT **HCL INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1094 MANOR
DRIVE, PALM SPRINGS FL 33461 HAS NAMED RICHARD HOYT LINDLEY OF 1094
MANOR DRIVE, PALM SPRINGS FL 33461 STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


RICHARD HOYT LINDLEY-REGISTERED AGENT

DATE: MAY 31, 2001

FILED
01 JUN -4 PM 5:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA